

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:) Chapter 11
)
W. R. GRACE & CO., et al. ¹) Case No. 01-01139 (JKF)
) (Jointly Administered)
Debtors.)
) Hearing Date: July 14, 2010 at 10:00 a.m..
) Objection Deadline: June 25, 2010
	Re: Docket No. 24901
	7/14/10 Hearing Agenda Item No. 4

**CERTIFICATE OF COUNSEL REGARDING MOTION FOR ENTRY OF AN ORDER
AUTHORIZING DEBTORS' ENTRY INTO A CONSENT DECREE WITH THE
UNITED STATES REGARDING THE BLACKBURN AND UNION PRIVILEGES
SUPERFUND SITE - WALPOLE, MA.**

1. On June 3, 2010, the Debtors filed their Motion requesting entry of an order (the "Motion")(Docket No. 24901) authorizing their entry into a consent decree (the "Consent Decree,") with the United States of America (the "United States") addressing

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

the United States' claims with respect to the Blackburn and Union Privileges Superfund Site, in Walpole, Massachusetts (the "Site").

2. Thereafter, the Debtors received inquiries and comments on the Motion and draft form of order from counsel for the Official Committee of Unsecured Creditors (the "Committee") and counsel for the United States. Specifically, the Committee requested that paragraph 4 (iii) be added to the form of order to clarify the procedure regarding the Consent Decree and limited stay relief. The United States requested that further revisions be made to new paragraph 4(iii). As a result of those inquiries and comments, the Debtors revised the draft order attached to the Motion to address the concerns raised by such parties.

3. On June 24, 2010, the Debtors circulated the revised draft order to counsel for all of the Official Committees in these cases, the Future Claimants' Representatives, the United States and the Settling Defendants.² Further revisions were thereafter made to the draft order and on June 30, 2010, a new version of the draft order was circulated. Attached hereto is the final version of the draft Order. None of the parties have any objections with respect to entry of the attached version of the draft Order. No objections have been filed to the Motion.

4. As a result, the Debtors respectfully request that the Court enter the attached revised form of Order (i) approving the Debtors' execution of the Consent Decree attached as Exhibit I to the Order, (ii) resolving Claim No. 9634 as it related to the Site, to the extent not resolved by the Multi-Site Agreement; (iii) authorizing the

² Capitalized terms not defined herein shall have the meaning ascribed to them in, as the case may be, the Motion or the Consent Decree.

Debtors to consummate the transactions contemplated in the Consent Decree, and (iv) granting such other relief as may be just or proper.

Dated: July 1, 2010

KIRKLAND & ELLIS LLP
Theodore L. Freedman
601 Lexington Avenue
New York, New York 10022
(212) 446-4800

and

THE LAW OFFICES OF JANET S. BAER,
P.C.
Janet S. Baer, P.C.
Roger J. Higgins
70 W. Madison St., Suite 2100
Chicago, IL 60602-4253
(312) 641-2162

and

PACHULSKI STANG ZIEHL & JONES LLP



Laura Davis Jones (Bar No. 2436)
James E. O'Neill (Bar No. 4042)
Kathleen P. Makowski (Bar No. 3648)
Timothy P. Cairns (Bar No. 4228)
919 North Market Street, 17th Floor
P.O. Box 8705
Wilmington, Delaware 19899-8705
(302) 652-4100
(302) 652-4400
Co-Counsel for the Debtors and Debtors-in-Possession